

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
Debtors.	)	Re: Docket No. 6431 and 10/25/04 Agenda Item 5

**CERTIFICATION OF COUNSEL RE: DOCKET NO. 6431**

1. On September 20, 2004, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Motion for an Order Approving a Settlement Agreement With Honeywell International, Inc.* (the "Motion") (Docket No. 6431) with the United States Bankruptcy Court for the District of Delaware (the "Court"), 824 Market Street, Wilmington, Delaware 19801. Objections and responses to the Motion were to be filed on or before October 8, 2004. To date, no objections or responses to the Motion have been filed.

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. The Debtors would like to present the Court with a revised proposed form of order (the "Revised Proposed Order") approving their settlement agreement with Honeywell International, Inc. ("Honeywell"). Essentially, the Debtors have added two additional paragraphs to the Revised Proposed Order (paragraphs 5 and 6). New paragraph 5 deems Honeywell's unliquidated claim filed against the Debtors (claim no. 844) as withdrawn and expunged, as Honeywell's claim is resolved in the context of the settlement agreement. New paragraph 6 requires Honeywell to cooperate with the Debtors' efforts in having third party claims against the Debtors withdrawn to the extent that they relate to claims for which Honeywell would have an obligation, pursuant to the settlement agreement, to indemnify the Debtors.

3. The Revised Proposed Order is attached hereto as Exhibit A and includes the new paragraphs referenced above. Honeywell has approved the Revised Proposed Order.

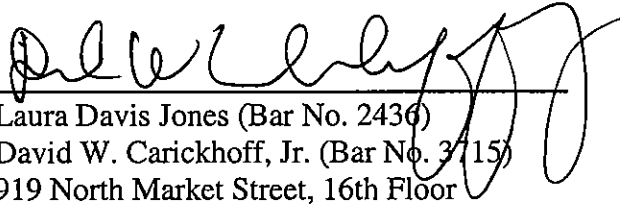
4. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Order attached hereto at its earliest convenience.

Dated: October 12, 2004

KIRKLAND & ELLIS LLP  
David M. Bernick, P.C.  
Janet S. Baer  
James W. Kapp III  
Samuel L. Blatnick  
200 East Randolph Drive  
Chicago, Illinois 60601  
Telephone: (312) 861-2000  
Facsimile: (312) 861-2200

and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
WEINTRAUB P.C.



Laura Davis Jones (Bar No. 2436)  
David W. Carickhoff, Jr. (Bar No. 3715)  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-counsel for Debtors and Debtors in Possession